

BUTZEL LONG, a professional corporation

David J. DeVine  
150 West Jefferson, Suite 100  
Detroit, Michigan 48226  
Telephone: (313) 225-7000  
Facsimile: (313) 225-7080

Regina M. Alter  
380 Madison Avenue  
New York, New York 10017  
Telephone: (212) 818-1110  
Facsimile: (212) 818-0494

*Attorneys for Appellees*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

---

In re	)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i> ,	)	Case No. 05-44481 (RDD)
	)	Jointly Administered
Reorganized Debtors.	)	

---

APPELLEES' COUNTER-DESIGNATION OF RECORD FOR  
NOVEMBER 9, 2013 APPEAL FILED BY JAMES B. SUMPTER

Pursuant to Federal Rule of Bankruptcy Procedure 8006, and in response to James B. Sumpter's submission of *Appellants' [sic] Statement of Issues and Designation of Record on Appeal* (Docket No. 22224) dated November 12, 2013, the appellees in the appeal described in Mr. Sumpter's November 9, 2013 *Notice of Appeal* (Docket No. 22223) hereby designate the following documents for the record on appeal:

Item No.	Document Description
1	<i>Reorganized Debtors' Motion for Order (I) Enforcing (A) Modified Plan and Plan Modification Order Injunctions, (B) OPEB Orders, and (C) Recoupment Order; (II) Enjoining James Sumpter's Second Lawsuit Filed in the United States District Court for the Southern District of Indiana and Requiring James Sumpter to Dismiss the Indiana Action With Prejudice; and (III) Holding James Sumpter in Contempt and Awarding Other Sanctions ("Sumpter Injunction Motion II")</i> (Docket No. 22138)
2	<i>Response to DPHH's Injunction Motion- Docket #22139 [sic] (Sumpter Injunction Motion II)</i> (Docket Nos. 22164 and 22165)
3	<i>Reorganized Debtors' Reply In Support of Sumpter Injunction Motion II</i> (Docket No. 22161)
4	<i>Reorganized Debtors' Memorandum in Further Support of Sumpter Injunction Motion II</i> (Docket No. 22191)
5	<i>Supplemental Response to DPHH's Injunction Motion</i> (Docket No. 22196)
6	<i>Reorganized Debtors' Witness List for October 21, 2013 Continued Hearing on Sumpter Injunction Motion II</i> (Docket No. 22197)
7	<i>Motion to Alter Judgment and Order Regarding the 2nd Sumpter Injunction Motion Docket #22138</i> (Docket No. 22206)
8	<i>Order Granting the Reorganized Debtors' Motion for Order Enjoining James Sumpter's United States District Court, Southern District of Indiana Action ("Order Enjoining Sumpter Indiana Action")</i> (Docket No. 22210)
9	<i>Order Denying James Sumpter's Motion to Alter Judgment and Order Regarding the 2nd Sumpter Injunction Motion ("Order Denying Sumpter Motion to Alter Judgment")</i> (Docket No. 22211)
10	<i>Transcript Regarding Hearing Held on October 21, 2013</i> (Docket No. 22212)
11	<i>Transcript Regarding Hearing Held on September 26, 2013</i> (Docket No. 22176)
12	<i>Reorganized Debtors' Response in Opposition to James B. Sumpter's Expedited Motion for a Delay Regarding Sumpter Injunction Motion II</i> (Docket No. 22152)
13	<i>Expedited Motion for a Delay Regarding DPHH's Injunction Motion- Docket #22139 (Sumpter Injunction Motion II)</i> (Docket No. 22151)
14	<i>Notice of Sumpter Injunction Motion II</i> (Docket No. 22139)
15	<i>Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Concerning Closing the Bankruptcy Cases and Providing Related Relief</i> (Docket No. 22121)
16	<i>Objection to Reorganized Debtors' Motion for Final Decree and Order Closing the Bankruptcy Cases</i> (Docket No. 22113)
17	<i>Reorganized Debtors' Reply to Objections to Motion for a Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief Objections Filed by Republic Engineered Products (Docket No. 22082), Pro Tech Machine (Docket No. 22085), DSSI, LLC (Docket No. 22086), James B. Sumpter (Docket Nos. 22089, 22106), Tata America International Corporation d/b/a TCS America (Docket No. 22092), the Michigan Department of Environmental Quality (Docket No. 22095), and the United States of America (Docket No. 22100)</i> (Docket No. 22112)

18	<i>Second Order on Reorganized Debtors' Motion for an Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and (II) Directing James Sumpter to Dismiss United States District Court, Southern Division of Indiana Action Against Reorganized Debtors and the Reorganized Debtors' Life &amp; Disability Benefits Program (Docket No. 22090)</i>
19	<i>Response to the Haffey Supplemental Memorandum Regarding the ERISA Injunction Motion Concerning the Sumpter ERISA Suit in District Court (Docket No. 22077)</i>
20	<i>Order Denying Motion for Reconsideration of Sumpter ERISA Injunction Order (Docket No. 22065)</i>
21	<i>Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and (II) Directing James Sumpter to Dismiss United States District Court, Southern Division of Indiana Action Against Reorganized Debtors and the Reorganized Debtors' Life &amp; Disability Benefits Program (Docket No. 22063)</i>
22	<i>Supplemental Memorandum in Support of Reorganized Debtors' Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and (II) Directing James Sumpter to Dismiss United States District Court, Southern Division of Indiana Action Against Reorganized Debtors and the Reorganized Debtors' Life &amp; Disability Benefits Program (Docket No. 22062)</i>
23	<i>Reorganized Debtors' Reply In Support of Sumpter ERISA Injunction Motion (Docket No. 22049)</i>
24	<i>Response to "Haffey Injunction Motion" (Docket No. 22048)</i>
25	<i>Letter Response By Thomas B. Radom On Behalf Of DPH Holdings Corp., Et Al. To James B. Sumpter's Letter Regarding Reorganized Debtors' Motion For Order (I) Enforcing Modification Procedures Order, Modified Plan And Plan Modification Order Injunction And Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, As Plaintiff, In Federal Court ERISA Action; And (II) Directing James Sumpter To Dismiss Federal Court ERISA Action Against The Reorganized Debtors And The Reorganized Debtors' Life &amp; Disability Benefits Program (Docket No. 22044)</i>
26	<i>Letter Response Of James B. Sumpter To Reorganized Debtors' Motion For Order (I) Enforcing Modification Procedures Order, Modified Plan And Plan Modification Order Injunction And Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, As Plaintiff, In Federal Court ERISA Action; And (II) Directing James Sumpter To Dismiss Federal Court ERISA Action Against The Reorganized Debtors And The Reorganized Debtors' Life &amp; Disability Benefits Program (Docket No. 22043)</i>
27	<i>Notice of Reorganized Debtors' Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and (II) Directing James Sumpter to Dismiss Federal Court ERISA Action Against the Reorganized Debtors and the Reorganized Debtors' Life &amp; Disability Benefits Program (Docket No. 22041)</i>

28	<i>Reorganized Debtors' Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and (II) Directing James Sumpter to Dismiss Federal Court ERISA Action Against the Reorganized Debtors and the Reorganized Debtors' Life &amp; Disability Benefits Program</i> (Docket No. 22040)
29	<i>Order Denying James B. Sumpter's Expedited Request For Preliminary Injunction To Prohibit DPH From Terminating Salaried Disability Plan</i> (Docket No. 21877)
30	<i>Order Denying James B. Sumpter's Vesting Motion Regarding Extended Disability Benefits For Salaried Employees And Salaried Retirees</i> (Docket No. 21876)
31	<i>Expedited Request For Preliminary Injunction To Prohibit DPHH From Terminating Salaried Disability Plan</i> (Docket No. 21867)
32	<i>Letter re: Vesting Motion and Email by Cynthia Haffey</i> (Docket No. 21866)
33	<i>Vesting Motion Regarding Extended Disability Benefits For Salaried Employees And Salaried Retirees</i> (Docket No. 21860)
34	<i>Order Denying Amended Motion for Recoupment on Behalf of Delphi Salaried Retirees</i> (Docket No. 21645)
35	<i>Reorganized Debtors' Response in Opposition to Amended Motion for Recoupment on Behalf of Delphi Salaried Retirees</i> (Docket No. 21581)
36	<i>Amended Motion For Recoupment On Behalf Of Delphi Salaried Retirees</i> (Docket No. 21566)
37	<i>Motion for Recoupment on Behalf of Delphi Salaried Retirees</i> (Docket No. 21534)
38	<i>Affidavit of Service of Evan Gershbein re: 1) Order Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 to Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books and Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, and OPEB Claims, and (VII) Duplicative Claims ("Thirty-Seventh Omnibus Claims Objection Order") [Docket No. 19135]; and 2) Personalized Notice of Entry of Order Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 to Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books and Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, and OPEB Claims, and (VII) Duplicative Claims ("the Personalized Notice")</i> (Docket No. 19155) (Attached in relevant part as Exhibit 2 to Docket No. 22049)
39	<i>Order Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicative Claims</i> (Docket No. 19135)
40	<i>Reorganized Debtors' Omnibus Reply In Support Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicate Claims</i> (Docket No. 19100)

41	<i>Affidavit of Service of Evan Gershbein re: 1) Reorganized Debtors' Thirty-Seventh Omnibus Objection Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 to Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books and Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit and OPEB Claims, and (VII) Duplicate Claims ("Thirty-Seventh Omnibus Claims Objection") [Docket No. 18984]; 2) Order Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, and 9014 Establishing (I) Dates for Hearings Regarding Objections to Claims and (II) Certain Notices and Procedures Governing Objections to Claims ("Claim Objection Procedures Order") [Docket No. 6089]; and 3) Personalized Notice of Objection to Claim (Docket No. 18997) (Attached in relevant part as Exhibit 1 to Docket No. 22049)</i>
42	<i>Reorganized Debtors' Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicate Claims (Docket No. 18984)</i>
43	<i>Affidavit of Service of Evan Gershbein re: Notice of (A) Order Approving Modifications to First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession and (B) Occurrence of Effective Date [Docket No. 18958] (Docket No. 18978) [Included in relevant part only due to length]</i>
44	<i>Notice Of (A) Order Approving Modifications To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors, And Debtors-In-Possession And (B) Occurrence Of Effective Date (Docket No. 18958)</i>
45	<i>Order Approving Modifications Under 11 U.S.C. § 1127(b) To (I) First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors, And Debtors-In-Possession, As Modified, And (II) Confirmation Order (Docket No. 12359) ("Plan Modification Order") (Docket No. 18707)</i>
46	<i>Expedited Motion To Enforce COBRA Benefit For Delphi Salaried Retirees And Motion For COBRA Settlement ("COBRA Benefit Motion") (Docket No. 18366)</i>
47	<i>Order (A) (I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date ("Modification Procedures Order") (Docket No. 17032)</i>
48	<i>First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (As Modified) (Docket No. 17030)</i>
49	<i>Amended Order Pursuant to 11 U.S.C. § 363 and Fed. R. Bankr. P. 9019 for Order Approving Debtors' Compromise and Settlement with Committee of Eligible Salaried Retirees and Delphi Salaried Retirees' Association ("Salaried OPEB Settlement Order") (Docket No. 16547)</i>
50	<i>Transcript of Hearing Held on March 11, 2009 (Docket No. 16456)</i>
51	<i>Transcript of Hearing Held on February 24, 2009 at 10:08 a.m. (Docket No. 16451)</i>

52	<i>Final Order Under 11 U.S.C. §§ 105, 363 (b)(1), 1108, And 1114 (d) (I) Confirming Debtors' Authority To Terminate Employer-Paid Post-Retirement Health Care Benefits And Employer-Paid Post-Retirement Life Insurance Benefits For Certain (A) Salaried Employees And (B) Retirees And Their Surviving Spouses And (II) Amending Scope And Establishing Deadline For Completion Of Retirees' Committee's Responsibilities ("Final OPEB Termination Order")</i> (Docket No. 16448)
53	<i>Modified Bench Ruling on Debtors' Salaried OPEB Termination Motion</i> (Docket No. 16443)
54	<i>Supplement and Report in Support of Motion to Appoint an Official Retiree Committee Pursuant to Section 1114 of the Bankruptcy Code and in Opposition to Debtors' Motion to Terminate Salaried Retiree Benefits</i> (Docket No. 16431)
55	<i>Supplement and Report in Support of Motions to Appoint an Official Retiree Committee Pursuant to Section 1114 of the Bankruptcy Code and in Opposition to Debtors' Motion to Terminate Salaried Retiree Benefits</i> (Docket No. 16430)
56	<i>Order Under 11 U.S.C. §§ 105, 363(b)(1), 1108, and 1114(d) (I) Provisionally Confirming Debtors' Authority to Terminate Employer-Paid Post-Retirement Health Care Benefits and Employer-Paid Post-Retirement Life Insurance Benefits for Certain (A) Salaried Employees and (B) Retirees and their Surviving Spouses, (II) Directing Appointment of Committee of Retired Employees with Limited Scope, and (III) Setting March 11, 2009 Final Hearing ("Provisional Salaried OPEB Termination Order")</i> (Docket No. 16380)
57	<i>Debtors' Omnibus Reply in Support of Salaried OPEB Termination Motion and Objection to Motions to Appoint Official Committee of Retired Employees</i> (Docket No. 16327)
58	<i>Revised Proposed Fortieth Omnibus Hearing Agenda</i> (Docket No. 16326)
59	<i>Objection to Motion to Terminate Employer-Paid Post-Retirement Health Care Benefits and Employer-Paid Post-Retirement Life Insurance Benefits for Certain (A) Salaried Employees and (B) Retirees and Their Surviving Spouses Filed by James B. Sumpter (re: Docket No. 14705)</i> (Docket No. 14898)
60	<i>Motion to Appoint Official Retiree Committee Pursuant to 11 U.S.C. § 1114(d)</i> (Docket No. 14886)
61	<i>Motion for Order Under 11 U.S.C. §§ 105, 363(b)(1), and 1108 Confirming Debtors' Authority to Terminate Employer-Paid-Post-Retirement Health Care Benefits and Employer-Paid Post-Retirement Life Insurance Benefits for Certain (A) Salaried Employees and (B) Retirees and Their Surviving Spouses ("Salaried OPEB Termination Motion")</i> (Docket No. 14705)

Dated: November 26, 2012  
Detroit, Michigan

Respectfully submitted,

**BUTZEL LONG,**  
a professional corporation

By: /s/ David J. DeVine  
David J. DeVine  
150 West Jefferson, Suite 100  
Detroit, Michigan 48226  
[devine@butzel.com](mailto:devine@butzel.com)

380 Madison Avenue  
New York, New York 10017  
*Attorneys for Appellees*

1441806